

RECORDATION NO. 25209 FILED

SEP 24 '04 2-47 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 24, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease, dated as of August 31, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	The CIT Group/Equipment Financing, Inc. 1211 Avenue of the Americas New York, New York 10036
Lessee:	Ameren Energy Generating Company 1901 Chouteau Avenue St. Louis, Missouri 63103

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document
is:

140 railcars: CAEG 24501 – CAEG 24640.


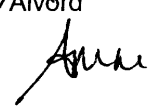
A short summary of the document to appear in the index is:

Memorandum of Railcar Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,


Robert W. Alvord


RWA/anm
Enclosures

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MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE ~~SUBJECT TRANSPORTATION BOARD~~ dated as of this 31st day of August, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and AMEREN ENERGY GENERATING COMPANY, an Illinois corporation, with an address at 1901 Chouteau Avenue, St. Louis, MO 63103 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 31, 2004 covering the equipment described below (the "Equipment"):

140 Johnstown America 4,520 cu. ft. Bottom Dump, Rotary Coupler
Equipped Railcars, Reporting Marks and Numbers CAEG 24501 - 24640

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers. as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph F. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

AMEREN ENERGY GENERATING COMPANY

By its agent, AMEREN ENERGY FUELS AND SERVICES COMPANY

By: Thomas A. Voss
Name: THOMAS A VOSS
Title: President

Handwritten notes and signatures:
JES 8/31/04
CPT 8/31/04
KAB 8/31/04
Jas 8/31/04
RKM 8/31/04
JPD

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

On this 3rd day of September, 2004, before me personally appeared Joseph Mankowski, to me personally known, who, being by me duly sworn, says that he/~~she~~ is a SVR of The CIT Group/Equipment Financing, Inc., that he/~~she~~ is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and that he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Indra Bedasie
Notary Public

My commission expires:

INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate filed in New York County
Commission Expires Oct. 19, 2006

STATE OF MO)
COUNTY OF Ste Genevieve) ss:

On this 31 day of August, 2004, before me personally appeared Thomas R. Yoss, to me personally known, who, being by me duly sworn, says that he/she is a President of, AMEREN ENERGY FUELS AND SERVICES COMPANY that he/she is authorized to execute the foregoing instrument on behalf of said corporation as agent for AMEREN ENERGY GENERATING COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and that he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Carletta Giesler
Notary Public

My commission expires: Oct 2005

